AGREEMENT

THIS AGREEMENT, dated as of October ____, 1985, by and among LS, Inc., a New York corporation having its principal office at 800 Second Avenue, New York, New York 10017 (the "Corporation"), and AMERICAN BRANDS, INC., a New Jersey corporation with offices at 245 Park Avenue, New York, New York 10167 ("American"), BROWN & WILLIAMSON TOBACCO CORPORATION, a Delaware corporation with offices at 1600 West Hill Street, Louisville, Kentucky 40232 ("B&W"), LIGGETT GROUP, INC., a Delaware corporation with offices at West Main and Fuller Streets, Durham, North Carolina 27702 ("Liggett"), LORILLARD, INC. (formerly Lorillard, a Division of Loew's Theatres, Inc.), a New York corporation with offices at 666 Fifth Avenue, New York, New York 10103 ("Lorillard"), PHILIP MORRIS INCORPORATED, a Virginia corporation with offices at 120 Park Avenue, New York, New York 10017 ("Philip Morris"), and R.J. REYNOLDS TOBACCO COMPANY, a New Jersey corporation with offices at Reynolds Boulevard, Winston-Salem, North Carolina 27102 ("Reynolds")(American, B&W, Liggett, Lorillard, Philip Morris, and Reynolds are hereinafter sometimes referred to individually as a "Shareholder" and collectively as "Shareholders").

WITNESSETH:

WHEREAS, each Shareholder owns ten shares of a separate class of capital stock of the Corporation, which shares collectively

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comprise all of the issued and outstanding shares of the Corporation's capital stock; and

WHEREAS, each Shareholder desires to purchase, and the Corporation desires to sell to each Shareholder, additional shares of the respective class of the Corporation's capital stock now owned by such Shareholder so that the relative share ownership of each Shareholder remains equal;

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter set forth, the parties hereto agree as follows:

1. Each Shareholder agrees to purchase from the Corporation, and the Corporation agrees to sell to each Shareholder, One Hundred (100) additional shares of the class of Common Stock, par value One Dollar ($1.00) per share, of the Corporation set forth opposite such Shareholder's name below (collectively, the "Shares"):

Shareholder	Class of Common Stock
American	Class A
B&W	Class B
Liggett	Class C
Lorillard	Class D
Philip Morris	Class E
Reynolds	Class F

2. The purchase price for the Shares shall be One Thousand Dollars ($1,000.00) per share, or One Hundred Thousand Dollars ($100,000.00) for each Shareholder.

3. The closing of the purchase and sale of the Shares shall take place promptly after the receipt by the Corporation from each Shareholder of an executed copy of this Agreement and a check in full payment of the purchase price.

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4. Execution and delivery of this Agreement by each Shareholder shall constitute such Shareholder's written approval of the issuance and sale of the Shares on the terms set forth herein, as required by Section 1 of the Shareholder Agreement dated as of April 16, 1983 among the Corporation and the Shareholders. Shares issued and sold pursuant to this Agreement shall be subject to all the terms and provisions of said Shareholder Agreement.

5. Notwithstanding any other provision of this Agreement, it is understood and agreed that no Shareholder shall be obligated or entitled to purchase any Shares pursuant to this Agreement, and the Corporation shall not issue or sell any Shares, unless and until each Shareholder has agreed to purchase the Shares herein provided to be sold to it and has paid the full purchase price for such Shares.

6. This Agreement may be executed in any number of counterparts, all of which shall together constitute but one and the same instrument.

7. This Agreement shall in all respects be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the day first above written.

LS, INC.

By_____

AMERICAN BRANDS, INC.

By_____

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BROWN & WILLIAMSON TOBACCO CORPORATION

By_____

LIGGETT GROUP, INC.

By_____

LORILLARD, INC.

By_____

PHILIP MORRIS INCORPORATED

By Alexander Holtzman

R.J. REYNOLDS TOBACCO COMPANY

By_____

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